

DAVIS POLK & WARDWELL

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LONDON EC2R 6AB

2-1, MARUNOUCHI 1-CHOME
CHIYODA-KU, TOKYO 100

MESSEUR
60308 FRANKFURT AM MAIN

3A CHATER ROAD
HONG KONG

18862

RECORDATION NO. FILED 1425

June 30, 1994

JUN 30 1994 - 11:25 AM

Re: TTX Company - Lease (No. 41-C)

INTERSTATE COMMERCE COMMISSION

Dear Mr. Secretary:

We enclose counterparts of the documents described below for recordation pursuant to section 11303 of Title 49 of the United States Code:

Memorandum of Lease dated as of June 30, 1994, a primary document;

Memorandum of Lease Assignment dated as of June 30, 1994, a secondary document related to the aforesaid memorandum of lease; and

Memorandum of Equipment Trust Agreement dated as of June 30, 1994, a primary document.

The names and addresses of the parties to the documents are as follows:

Memorandum of Lease:

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois

Lessor and Owner:
TTX Lease 41-C Trust
In care of First Security Bank of
Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

* 18862 -A

RECORDATION NO. FILED 1425

JUN 30 1994 - 11:25 AM

INTERSTATE COMMERCE COMMISSION

* 18862 -B

RECORDATION NO. FILED 1425

JUN 30 1994 - 11:25 AM

INTERSTATE COMMERCE COMMISSION

Counterparts (Bank of Davis Polk & Wardwell)

Memorandum of Lease Assignment:

Assignee: First Security Bank of Idaho,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Assignor: TTX Lease 41-C Trust
In care of First Security Bank of
Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

Memorandum of Equipment Trust Agreement:

Trustee: First Security Bank of Idaho,
National Association
79 South Main Street
Salt Lake City, Utah 84111

Owner: TTX Lease 41-C Trust
In care of First Security Bank of
Utah, National Association
79 South Main Street
Salt Lake City, Utah 84111

The equipment covered by the documents consists of the railroad equipment described in Schedule A attached to each of the aforesaid documents. Such equipment is marked with the reporting marks and road numbers of TTX Company listed in said schedule.

A fee of fifty-four dollars (\$54.00) is enclosed. Please return all counterparts not needed by you to the delivering messenger, for delivery to Virginia Quinn, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017.

A short summary of each document to appear in the index follows:

Memorandum of Lease dated as of June 30, 1994, between TTX Company, as lessee, and TTX Lease 41-C Trust, as owner and lessor, evidencing a Lease of Railroad Equipment dated as of said date between said parties covering single unit double-stack container well cars, three-unit, drawbar connected, double-stack container well cars, four-unit, drawbar connected, double-stack container well cars, five-unit, articulated spine flatcars, and center-partition bulkhead flatcars, having the


MEMORANDUM OF LEASE dated as of June 30, 1994,
by TTX LEASE 41-C TRUST, a Utah trust, and TTX
COMPANY, a Delaware corporation.

The undersigned have entered into that certain Lease
of Railroad Equipment dated as of June 30, 1994, covering the
railroad equipment listed in Schedule A hereto, for a term
ending on January 27, 2013, subject to early termination and
renewal on the terms and conditions set forth in said Lease of
Railroad Equipment, and wish to show for the public record the
interest of TTX Lease 41-C Trust as owner and lessor of said
equipment, and the interest of TTX Company as lessee thereof.

RECORDATION NO. **18862**
JUN 30 1994 10 25 AM
INTERSTATE COMMERCE COMMISSION

IN WITNESS WHEREOF, the parties hereto have each caused this lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By 
Name: Thomas D. Marion
Title: Treasurer

TTX LEASE 41 TRUST,

By First Security Bank of Utah,
National Association, not
in its individual
capacity but solely as
trustee

By _____
Name:
Title:

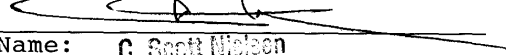
IN WITNESS WHEREOF, the parties hereto have each caused this lease to be duly executed by their respective officers thereunto duly authorized:

TTX COMPANY

By _____
Name: Thomas D. Marion
Title: Treasurer

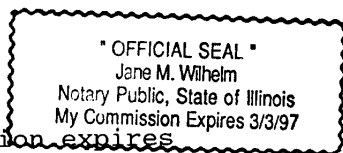
TTX LEASE 41-C TRUST,

By First Security Bank of Utah,
National Association, not
in its individual
capacity but solely as
trustee

By 
Name: C. Scott Nielson
Title: Asst. Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 24 day of June, 1994, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



My commission expires

Jane M. Wilhelm
Notary Public
(Seal)

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this _____ day of June, 1994, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a(n) _____ of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public
(Seal)

My commission expires

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this _____ day of June, 1994, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

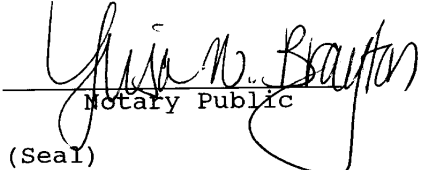
Notary Public

(Seal)

My commission expires

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this 22 day of June, 1994, before me personally appeared C. Scott Nielsen, to me personally known, who, by me being duly sworn, says that he is a(n) Asst. Vice President of First Security Bank of Utah, National Association, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

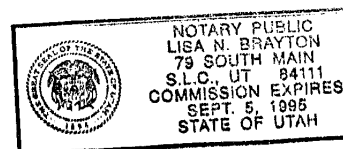


Notary Public

(Seal)

My commission expires

Lease Agreement (No. 41-C)



TL41
06/21/94

SCHEDULE A

TTX COMPANY
LEASE NO. 41C
DATED AS OF JUNE 30, 1994
CLOSING #1, DATED JUNE 30, 1994

FIRST UNION

BUILDER/ CAR TYPE	QUANTITY			DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS	CAR NUMBERS		
GUNDERSON, INC.					
SINGLE-UNIT ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	61	61	456097-456157.	MARCH '94	T-2093-F
THREE-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	67	201	427000-427066.	APR-MAY, '94	T-2A93-F
JOHNSTOWN AMERICA CORPORATION					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	13	65	653854. 653898-653909.	MARCH, '94	T-2093-B
NATIONAL STEEL CAR LIMITED					
FOUR-UNIT DRAWBAR-CONNECTED ALL-PURPOSE DOUBLE-STACK WELL CARS FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- DTTX.	46	184	430000-430045.	MAR-MAY, '94	T-2093-N
73-FOOT CENTER-PARTITIONED BULKHEAD FLATCARS WITH WINCH TIE-DOWN DEVICES FOR CARRYING PACKAGED LUMBER PRODUCTS- TTZX.	119 46	119 46	861000-861118. 861200-861245.	FEB-APR, '94 APRIL, '94	T-3093-N T-3A93-N
TRINITY INDUSTRIES, INC.					
FIVE-UNIT ARTICULATED ALL-PURPOSE SPINE FLATCARS WITH RETRACTABLE HITCHES FOR CARRYING CONTAINERS OR TRAILERS UP TO 53' LONG- TTAX.	51	255	553451-553466. 553472-553530, 553540-553563, 553595-553603.	FEB, '94	T-2093-P

MAR-APR, '94 T-3093-P
APRIL, '94 T-3893-P

73-FOOT CENTER-PARTITIONED BULKHEAD
FLATCARS WITH WINCH TIE-DOWN
DEVICES FOR CARRYING PACKAGED
LUMBER PRODUCTS- TTZX.
85585-85759.
85885-85927.
85929-85935.
85937.
85939-85946.

175 175
59 59

TOTAL 637 1,165